

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Western Sugar Cooperative		06/21/2004	cooperative corporation: COLORADO

RECEIVING PARTY DATA

Name:	Societe Generale
Street Address:	1221 Avenue of the Americas
City:	New York
State/Country:	NEW YORK
Postal Code:	10020
Entity Type:	administrative agent:

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	598851	GW
Registration Number:	1544719	W
Registration Number:	1852026	GW

CORRESPONDENCE DATA

Fax Number: (713)222-3291

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (713) 221-3306

Email: constance.rhebergen@bracepatt.com

Correspondent Name: Constance Gall Rhebergen

Address Line 1: P.O. Box 61389

Address Line 4: Houston, TEXAS 77208-1389

ATTORNEY DOCKET NUMBER:

078305.000818

NAME OF SUBMITTER:

Pam Clark

Total Attachments: 3

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TRADEMARK

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TRADEMARK SECURITY AGREEMENT SUPPLEMENT

WHEREAS, The Western Sugar Cooperative, a Colorado cooperative corporation (herein referred to as the "Borrower"), having an address at 7555 E. Hampden Avenue, Suite 600, Denver, Colorado 80231, (1) has adopted, used and is using, or (2) has intended to use and filed an application indicating that intention, but has not yet filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act, or (3) has filed an application based on an intention to use and has since used and has filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act, the trademarks, trade names, trade styles and service marks listed on the annexed Schedule 1-A, which trademarks, trade names, trade styles and service marks are registered in the United States Patent and Trademark Office (the "Trademarks"); and

WHEREAS, the Borrower has entered into a Security Agreement, dated as of June 21, 2004 (as amended or otherwise modified from time to time, the "Security Agreement", the terms defined therein and not otherwise defined herein being used herein as therein defined), in favor of Société Générale, as Administrative Agent for the ratable benefit of the Secured Parties (the "Administrative Agent") pursuant to which the Borrower has granted to the Administrative Agent a security interest in all right, title and interest of the Borrower in and to the Trademarks, together with all prints and labels on which said Trademarks have appeared or appear, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, and the goodwill of the business symbolized by the Trademarks and the applications, registrations and recordings in the United States Patent and Trademark Office or in any similar office or agency of the United States of America, any State thereof, or any other country or any political subdivision thereof, all whether now or hereafter owned or licensable by the Borrower, and all reissues, extensions or renewals thereof, all Trademark Licenses and all proceeds thereof, including, without limitation, any claims by the Borrower against third parties for infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Borrower does hereby further confirm, and put on the public record, its grant to the Administrative Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Borrower does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the grant of, security interest in and mortgage on the Collateral made hereby are more fully set forth in the Security Agreement; the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Administrative Agent's address is: Société Générale, 1221 Avenue of the Americas, New York, New York 10020, Attn: Mark Marciano.

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IN WITNESS WHEREOF, the Borrower has duly executed or caused this Supplement to the Security Agreement to be duly executed as of June 21, 2004.

THE WESTERN SUGAR COOPERATIVE

By: 

Name: John E. Wells

Title: Vice President Finance and
Chief Financial Officer

TRADEMARK

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SCHEDULE 1-A TO THE TRADEMARK SECURITY AGREEMENT
SUPPLEMENT

TRADEMARKS

Country	Trademark Name	Status	Serial No.	Filing Date	Registration No.	Registration Date
US	GW (stylized letters)	Registered	71-645478	4/17/53	598851	11/30/54
US	GW (words and design)	Registered	74-343431	12/28/92	1852026	8/30/94
US	W (words and design)	Registered	73-722858	4/18/88	1544719	6/20/89